UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

April 1, 2024

Richard J. Grossman
Skadden, Arps, Slate, Meagher & Flom LLP

Re: LL Flooring Holdings, Inc. (the "Company")
Incoming letter dated January 23, 2024

Dear Richard J. Grossman:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Donovan S. Royal (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Proponent did not comply with Rule 14a-8(b)(1)(i). As required by Rule 14a-8(f), the Company notified the Proponent of the problem, and the Proponent failed to adequately correct it. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b)(1)(i) and 14a-8(f). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

Copies of all of the correspondence on which this response is based will be made available on our website at https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: Donovan S. Royal

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
ONE MANHATTAN WEST
NEW YORK, NY 10001

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VIA STAFF ONLINE FORM

January 23, 2024

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: LL Flooring Holdings, Inc.–2024 Annual Meeting
Omission of Shareholder Proposal of
Donovan S. Royal

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are writing on behalf of our client, LL Flooring Holdings, Inc., a Delaware corporation (the "Company"), to request that the Staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") concur with the Company's view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by the Donovan S. Royal (the "Proponent") from the proxy materials to be distributed by the Company in connection with its 2024 annual meeting of shareholders (the "2024 proxy materials").

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff's online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company's intent to omit the Proposal from the 2024 proxy materials.

Rule 14a-8(k) and Section E of Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or

the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the Company.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

> **RESOLVED**
>
> That shareholders of LL Flooring Holdings, Inc. ask the Board of Directors to change the primary brand of the company from LL Flooring, which has struggled to gain brand awareness, to the widely recognized brand, Lumber Liquidators.

II. Bases for Exclusion

We hereby respectfully request that the Staff concur in our view that the Company may exclude the Proposal from the 2024 proxy materials pursuant to:

- Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has failed to timely provide proof of the requisite stock ownership after receiving notice of such deficiency; and

- Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations.

III. Background

The Company received the Proposal via certified mail on December 4, 2023, accompanied by an account statement from TD Ameritrade for the period of October 1-31, 2023 purporting to verify the Proponent's stock ownership (the "Account Statement"). On December 7, 2023, the Company sent a letter to the Proponent, via email, requesting (i) a written statement from the record owner of the Proponent's shares verifying that the Proponent had beneficially owned the requisite number of shares of the Company's common stock continuously for at least the requisite period preceding and including the date of submission of the Proposal, and (ii) a written statement that the Proponent intends to continue to hold the requisite amount of the Company's common stock through the date of the 2024 annual meeting of shareholders (the "Deficiency Letter").

On December 8, 2023, the Company received a letter from the Proponent, via email, confirming that the Proponent intended to hold shares of the Company's

common stock through the date of the 2024 annual meeting and noting that the Proponent was available "during the Company's regular business hours" and was "able to meet via teleconference with the Company at dates convenient to the Company's attending party." The Proponent's correspondence also attached a letter from TD Ameritrade regarding the Proponent's ownership of the Company's common stock (the "Broker Letter"). Copies of the Proposal, cover letter, Deficiency Letter, Broker Letter and related correspondence are attached hereto as Exhibit A.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Provide Proof of the Requisite Stock Ownership After Receiving Notice of Such Deficiency.

Rule 14a-8(b)(1) provides that, in order to be eligible to submit a proposal, a shareholder must have continuously held (i) at least $2,000 in market value of the company's common stock for at least three years, preceding and including the date that the proposal was submitted; (ii) at least $15,000 in market value of the company's common stock for at least two years, preceding and including the date that the proposal was submitted; or (iii) at least $25,000 in market value of the company's common stock for at least one year, preceding and including the date that the proposal was submitted. If the proponent is not a registered holder, he or she must provide proof of beneficial ownership of the securities. Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that he or she meets the eligibility requirements of Rule 14a-8(b), provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

In addition, an account statement does not satisfy the requirements of Rule 14a-8(b)(1) because it fails to demonstrate continuous ownership of a company's securities for the requisite period. In Section C.1.c (2) of Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14"), the Staff addressed whether periodic investment statements, like account statements, could satisfy the continuous ownership requirements of Rule 14a-8(b):

> **(2) Do a shareholder's monthly, quarterly or other periodic investment statements demonstrate sufficiently continuous ownership of the securities?**
>
> No. A shareholder must submit an affirmative written statement from the record holder of his or her securities that specifically verifies that the shareholder owned the securities *continuously* for a period of one year as of the time of submitting the proposal.

In accordance with these requirements, the Staff has routinely permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed

to provide timely evidence of eligibility to submit a shareholder proposal in response to a timely deficiency notice from the company. *See, e.g.*, *The Home Depot, Inc.* (Mar. 9, 2023) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *The Walt Disney Co.* (Sept. 28, 2021)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice); *PG&E Corp.* (May 26, 2020)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice).

In this instance, the Proponent has failed to provide adequate evidence of his eligibility to submit a shareholder proposal to the Company after receiving a timely deficiency notice from the Company. In this regard, on December 4, 2023, the Company received the Proposal, which included the Account Statement relating to the Proponent's ownership of the Company's common stock for the period from October 1, 2023 through October 31, 2023 – only one month.

Accordingly, on December 7, 2023 the Company sent the Deficiency Letter to the Proponent, via email, timely notifying the Proponent of the Proponent's failure to provide adequate proof of the requisite stock ownership. The Deficiency Letter specifically referenced the defect in the Account Statement and explained how the deficiency could be cured, noting the requirements of Rule 14a-8(b) and that the Account Statement does not "provide adequate proof that you have continuously held the requisite amount of the Company's common stock for any of the above described time periods." In particular, the Deficiency Letter requested a written statement from the record holder of the Proponent's shares "verifying that, at the time you submitted the Proposal, which was November 24, 2023, you had beneficially held the requisite number of shares of the Company's common stock continuously for at least the requisite period preceding and including November 24, 2023." The Deficiency Letter also requested that the Proponent furnish such written statement to the Company within 14 days of the Proponent's receipt of the Deficiency Letter. The Deficiency Letter was sent to the Proponent, via email, on December 7, 2023. Accordingly, to be timely, adequate proof of ownership would have needed to be received by the Company by December 21, 2023.

In response to the Deficiency Letter, on December 8, 2023, the Company received an email from the Proponent, which attached the Broker Letter. The Broker Letter stated that "on 11/24/2023, [the Proponent's] TD Ameritrade account [...] held 894,500 shares of LL–LL FLOORING HOLDINGS INC COM." This failed to provide

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* Citations marked with an asterisk indicate Staff decisions issued without a letter.

sufficient evidence of the Proponent's eligibility to submit the Proposal because it did not provide any proof of continuous ownership of the Company's common stock during any of requisite time periods provided under Rule 14a-8(b) of the Exchange Act. Rather, it only demonstrated ownership as of November 24, 2023. Thus, the Proponent has failed to provide adequate proof of ownership. The Company did not receive any other purported proof of the Proponent's stock ownership.

Accordingly, consistent with the precedent described above, the Proposal may be excluded pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) as the Proponent has failed to timely provide proof of the requisite stock ownership after receiving timely notice of such deficiency.

V. The Proposal Should Be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company's Ordinary Business Operations.

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight. The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment. As demonstrated below, the Proposal implicates both of these two central considerations.

A. The Proposal deals with the Company's ordinary business operations.

Rule 14a-8(i)(7) permits an issuer to exclude a shareholder proposal from its proxy materials "[i]f the proposal deals with a matter relating to the company's ordinary business operations." The term "ordinary business," as used in Rule 14a-8(i)(7), "refers to matters that are not necessarily 'ordinary' in the common meaning of the word, and is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." SEC Release No. 34-40018, Amendments to Rules on Stockholder Proposals (May 21, 1998). The Commission has stated that "[t]he general underlying policy of this exclusion is consistent with the policy of most state corporate laws: to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." *Id.*

Consistent with this guidance, the Staff has a longstanding practice of permitting exclusion of shareholder proposals that seek to change the trade and/or brand name used by a company. For example, in *Luby's, Inc.* (Oct. 2, 2017), the Staff permitted the exclusion of a proposal requesting the company change its name from "Luby's Inc. to 'Fuddruckers International' or equivalent," stating that it was a "more recognizable name." *See also AOL Time Warner Inc.* (Mar. 20, 2001) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending that the board "change the name of AOL Time Warner to Global On Line," noting that the proposal "appears to relate in part to ordinary business operations (i.e., the determination of what trade name to use for public relations and advertising purposes")); *American Telephone and Telegraph Company* (Jan. 17, 1980) (permitting exclusion under Rule 14a-8(c)(7) of a proposal requesting the company "modernize the name of [the] corporation and to consider changing it to ATT," noting that the proposal relates "to the conduct of the [c]ompany's ordinary business operations (i.e., the determination of what variations of the [c]ompany's name to use for public relations and advertising purposes")); *R.J. Renolds Industries, Inc.* (Dec. 22, 1975) (permitting exclusion of a proposal requesting to "change the brand names of Winston and Salem" cigarettes, noting the proposal deals "with the company's advertising practices, an integral part of its day-to-day business operations").

In this instance, like in the matters described above, the Proposal seeks to change the brand name used by the Company. Specifically, the Proposal requests that the Company change the primary brand of the Company from "LL Flooring Holdings, Inc." to "Lumber Liquidators." The Company previously used the name "Lumber Liquidators," but made a decision in 2020 to change to its current name and branding, which was effected in January 2022. This decision was the result of significant consideration and is reflective of the Company's current strategic focus. Consistent with the precedent described above, decisions regarding a corporation's brand and trade names fall squarely within the purview of management and could not, as a practical matter, be subject to direct shareholder oversight. For this reason, the Proposal is excludable under Rule 14a-8(i)(7).

We note that a proposal may not be excluded under Rule 14a-8(i)(7) if it is determined to focus on a significant policy issue. However, in this instance, the Proposal does not appear to touch on any significant policy issue with broad societal impact. Rather, it focuses entirely on ordinary business matters.

Accordingly, the Proposal should be excluded from the Company's 2024 proxy materials pursuant to Rule 14a-8(i)(7) as relating to ordinary business operations.

B. The Proposal seeks to micromanage the Company.

The Staff has consistently agreed that shareholder proposals attempting to micromanage a company by probing too deeply into matters of a complex nature upon

which shareholders, as a group, are not in a position to make an informed judgment are excludable under Rule 14a-8(i)(7). *See* 1998 Release; *see also, e.g.*, *JPMorgan Chase & Co.* (Mar. 22, 2019); *Royal Caribbean Cruises Ltd.* (Mar. 14, 2019); *Walgreens Boots Alliance, Inc.* (Nov. 20, 2018). As the Commission has explained, a proposal may probe too deeply into matters of a complex nature if it "involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." *See* 1998 Release; *see also, e.g.*, *Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023). In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff explained that a proposal can be excluded on the basis of micromanagement based "on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management."

In this instance, the Proposal seeks to micromanage the Company by dictating it adopt a particular brand name. This inappropriately limits the discretion of the board and management in its oversight and management of the Company. By forcing the Company to use the name "Lumber Liquidators," the Proposal would remove the ability of management and the board to make legitimate judgments regarding basic corporate functions. Requiring a company to change its brand name, as the Proposal does, is precisely the type of request that the Commission has determined would result in micromanagement.

Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

VI. Conclusion

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Proposal from its 2024 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (212) 735-2116.

Very truly yours,

Richard J. Grossman

Enclosures

cc: Alice Givens
Chief Legal, Ethics and Compliance Officer
LL Flooring Holdings, Inc.

Donovan S. Royal

EXHIBIT A

(see attached)

Donovan S Royal
PII
[redacted]

24 November 2023

Alice Givens
Corporate Secretary
LL Flooring Holdings, Inc.
4901 Bakers Mill Lane
Richmond, VA 23230

RE: Shareholder Proposal per clause (a)(iii)(C)(4) of Section 17 of Article II of Bylaws
Sent via Certified Mail #9589 0710 5270 0756 1319 25 RRR Requested

Dear Ms Givens,

I propose the following to be added to the upcoming Company Proxy Statement:

RESOLVED that shareholders of LL Flooring Holdings, Inc., ask the Board of Directors to change the primary brand of the company from LL Flooring, which has struggled to gain brand awareness, to the widely recognized brand, Lumber Liquidators.

Required information of the proposing shareholder per Article II, Section 17(B) of the Bylaws:

1. Donovan S Royal, [redacted]
2. [redacted] shares of common stock are beneficially owned by Mr Royal as of the date of this letter; documentation showing [redacted] common shares beneficially owned as of 31 October 2023 is attached to this letter,
3. Mr Royal affirms he is the beneficial owner of the shares listed in (2) and intends to appear at the annual meeting by proxy. A current representation of this, as of 31 October 2023, is attached to this letter,
4. N/A
5. N/A
6. Mr Royal affirms he will promptly notify the Corporation in writing with respect to (3) of the record date for the meeting promptly following the later of the record date or the date of notice of the record date once publicly disclosed.

Required information of the proposing shareholder per Article II, Section 17(C) of the Bylaws:

1. Since rolling out the new brand LL Flooring to all of the stores with new store signage and interior and exterior dressing beginning in summer of 2021, comparable store sales have never been positive. Our CEO, Mr Tyson, claimed in 2021Q3 that "the quality reflected in our new LL Flooring brand is resonating well with Pros," and two years later this commentary has turned decidedly negative and described in the last call as, "a sequential deceleration in our pro sales." The LL Flooring brand is confusing customers with continued references to Lumber Liquidators in ads, connotes nothing special and despite Mr Tyson's claims does not give you "permission to participate" in selling carpet. In 2022's four conference calls the phrase "brand awareness" was used a total of 13 times. Already in 2023, after only three calls, Mr Tyson has

referenced this phrase 23 times. Considering our comparable store sales are almost three times worse today than at any time during the Great Financial Crisis, when Existing Home Sales were as slow as they are now, and the last two quarters are 320 to 500bps worse than during 2015Q4's awful print of -17.2%, which occurred in the wake of the 60 Minutes ambush, it is clear that the rebrand to LL Flooring is one of the primary factors in our underperformance vis-a-vis industry peers during the last two years.

2. N/A
3. N/A
4. N/A

I look forward to discussing this with the Chairperson of the committee overseeing the subject matter of this proposal, and stand ready to provide any additional information you require. Thank you for your time and consideration. I can be reached best via email at [redacted] during the holiday season.

Best Regards,

Donovan Royal

Statement for Account # [redacted]

10/01/23 - 10/31/23

Online Cash Services Summary

Description	Current	Year To Date
CREDITS		
Electronic Transfer	$ -	$ [redacted]
Subtotal	0.00	
DEBITS		
ATM/Debit Transactions	$ -	
Electronic Transfer	[redacted]	
Subtotal		
TOTAL		

Income Summary Detail*

Description	Current	Year to Date
Ordinary Dividends	$ [redacted]	[redacted]
Interest Income Credit Balance		
Margin Interest Charged		
Non Taxable Dividends		
Foreign Dividend Tax Withheld		
Qualified Dividends		
IDA Interest		

*This section displays current and year to date totals for this account. The year to date totals will accurately reflect your cumulative amount for the year. Year-end tax reporting income amounts may differ from what is reflected on monthly statements versus your tax documents. Please reference your official tax document(s) for tax reporting.

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Margin										
[redacted]										
LL FLOORING HOLDINGS INC COM	LL	[redacted]	[redacted]	[redacted]	10/23/23	[redacted]	[redacted]	[redacted]	$ -	-
					06/27/23				-	-
[redacted]					09/26/23				-	-

TD Ameritrade

My Profile

Page help

The information you submitted cannot be verified at this time. Please try again or contact a Client Services representative.

General | Personal Information | Communication Preferences | Investor Profile | Subscriptions | Link Accounts

Account information

Account name	DONOVAN S ROYAL
Account type	Individual
Account number	[redacted]
Account PIN	-- Edit

Note: To update your name or Taxpayer Identification number, please contact a Client Services representative at 800-669-3900.

User ID security

User ID	[redacted]	Edit
Password	--	Edit
Security questions	--	Edit

CERTIFIED MAIL

D. Royal

[redacted]

9589 0710 5270 0756 1319 25

Retail

23230

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FCM LETTER
DALLAS, TX 75219
NOV 24, 2023

$8.56

RDC 99

R2304M116204-58

LL FLOORING
ATTN: ALICE GIVENS
4901 Bakers Mill LN
Richmond VA 23230

23230-243101

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Alice Givens
Corp Secretary, LL Flooring
4901 Bakers Mill Ln
Richmond VA 23230

9590 9402 8461 3186 2319 62

2. Article Number *(Transfer from service label)*

9589 0710 5270 0756 1319 25

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent
☐ Addressee

B. Received by *(Printed Name)*

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
- ☐ Adult Signature Restricted Delivery
- ☐ Certified Mail®
- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Insured Mail
- ☐ Mail Restricted Delivery
- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

PS Form 3811, July 2020 PSN 7530-02-000-9053

Domestic Return Receipt

From: Alice Givens <agivens@llflooring.com>
Sent: Thursday, December 7, 2023 3:22 PM
To: Donovan Royal [redacted]
Subject: RE: LL Flooring Holdings, Inc.

Mr. Royal,

Thank you for your response. Attached please find a letter regarding your submission.

Best,
Alice Givens

From: Donovan Royal [redacted]
Sent: Tuesday, December 5, 2023 7:07 PM
To: Alice Givens <agivens@llflooring.com>
Subject: Re: LL Flooring Holdings, Inc.

Dear Ms Givens,

Thank you for your prompt response to my letter. I intended the proposal to comply with and be submitted under both. Please inform me if my submission is defective in any way, so that I might make the necessary corrections to my submission. Thanks again, and have a nice evening.

Best Regards,
Donovan Royal

On Tuesday, December 5, 2023 at 05:26:56 PM CST, Alice Givens <agivens@llflooring.com> wrote:

Dear Mr. Royal,

We are in receipt of your letter dated November 24, 2023. Please confirm that you intended your proposal to be made under the Company's bylaws and not pursuant to SEC Rule 14a-8.

Cell: [redacted]

———————————————————————————---

4901 Bakers Mill Lane, Richmond VA 23230

LL Flooring®

December 7, 2023

SENT VIA E-MAIL ONLY

Mr. Donovan S. Royal
[redacted]

Dear Mr. Royal:

On behalf of LL Flooring Holdings, Inc. (the "Company"), I would like to inform you that we have reviewed your submission of a proposal for consideration at the Company's 2024 annual meeting of stockholders (the "2024 Annual Meeting"). We reviewed the proposal for compliance with the requirements set forth in Rule 14a-8 of the Securities Exchange Act of 1934 and the Company's Second Amended and Restated Bylaws (the "Bylaws"), which is publicly available on EDGAR. As outlined below, we believe there are deficiencies with respect to both Rule 14a-8 and the Bylaws.

Rule 14a-8

Rule 14a-8(b) provides that the proponent must submit sufficient proof that it has continuously held:

- at least $2,000 in market value of the company's common stock for at least three years, preceding and including the date that the proposal was submitted; or
- at least $15,000 in market value of the company's common stock for at least two years, preceding and including the date that the proposal was submitted; or
- at least $25,000 in market value of the company's common stock for at least one year, preceding and including the date that the proposal was submitted.

In addition, the proponent must provide a written statement that the proponent intends to continue to hold the requisite amount of the company's common stock through the date of the shareholders' meeting for which the proposal is submitted. For your reference, a copy of Rule 14a-8 is attached to this letter as Exhibit A.

Our records indicate that you are not a registered holder of the Company's common stock. You have provided a client statement from TD Ameritrade for the period October 1-31, 2023, purporting to show ownership of the Company's common stock. This statement does not, however, provide adequate proof that you have continuously held the requisite amount of the Company's common stock for any of the above described time periods. Please provide a written statement from the record holder of your shares (usually a bank or broker) and a participant in the Depository Trust Company ("DTC") verifying that, at the time you submitted the Proposal, which was November 24, 2023, you had beneficially held the requisite number of shares of the Company's common stock continuously for at least the requisite period preceding and including November 24, 2023. Please also provide a statement that you intend to continue holding the requisite amount of the Company's common stock through the date of the 2024 Annual Meeting.

In order to determine if the bank or broker holding your shares is a DTC participant, you can check the DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/client-center/dtc-directories. If the bank or broker holding your shares is not a DTC participant, you also will need to obtain proof of ownership from the DTC participant through which the shares are held. You should be able to find out who this DTC participant is by asking your broker or bank. If the DTC participant knows your broker or bank's holdings, but does not know your holdings, you can satisfy Rule 14a-8 by obtaining and submitting two proof of ownership statements verifying that, at the time the Proposal was submitted, the required amount of shares were continuously held for at least the requisite period – one from your broker or bank confirming your ownership, and the other from the DTC participant confirming the broker or bank's ownership. For additional information regarding the acceptable methods of proving your ownership of the minimum number of shares of common stock, please see Rule 14a-8(b)(2) in Exhibit A.

In addition, Rule 14a-8(b)(iii) requires a proponent to provide the Company with a written statement that the proponent is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal. You have not provided such a statement. Accordingly, please provide the Company with this statement, which must include your contact information as well as business days and specific times that you are available to discuss the proposal with the Company. You must identify times that are within the regular business hours of the Company's principal executive offices.

Rule 14a-8 requires that the documentation be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Once we receive your response, we will be in a position to determine whether the Proposal is eligible for inclusion in the proxy materials for the Annual Meeting. The Company reserves the right to seek relief from the Securities and Exchange Commission as appropriate.

Bylaws

Your proposal submission also fails to comply with Section 17 of Article II of the Bylaws in numerous material respects, including that you are not a registered holder of the

Company's common stock, as noted above. Your proposal also fails to adhere to certain of the requirements set forth in Section 17(a)(iii)(C) and (D) of the Company's Bylaws. Notwithstanding the foregoing, the Company may consider allowing you to present your proposal for consideration at the 2024 Annual Meeting. For the avoidance of doubt, this correspondence and the information contained herein does not waive any rights of the Company, including the right to reject the submission and presentation of your proposal at the 2024 Annual Meeting for failure to adhere to the requirements under the Company's Bylaws.

Sincerely,

Alice Givens
Chief Legal, Ethics & Compliance Officer and
Corporate Secretary

Enclosure

Exhibit A

17 CFR § 240.14a-8 - Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) ***Question 1:*** What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) ***Question 2:*** Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) To be eligible to submit a proposal, you must satisfy the following requirements:

(i) You must have continuously held:

(A) At least $2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least $15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least $25,000 in market value of the company's securities entitled to vote on the proposal for at least one year; or

(D) The amounts specified in paragraph (b)(3) of this section. This paragraph (b)(1)(i)(D) will expire on the same date that § 240.14a–8(b)(3) expires; and

(ii) You must provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; and

(iii) You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed

in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices. If you elect to co-file a proposal, all co-filers must either:

(A) Agree to the same dates and times of availability, or

(B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers; and

(iv) If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

(A) Identifies the company to which the proposal is directed;

(B) Identifies the annual or special meeting for which the proposal is submitted;

(C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;

(D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;

(E) Identifies the specific topic of the proposal to be submitted;

(F) Includes your statement supporting the proposal; and

(G) Is signed and dated by you.

(v) The requirements of paragraph (b)(1)(iv) of this section shall not apply to shareholders that are entities so long as the representative's authority to act on the shareholder's behalf is apparent and self-evident such that a reasonable person would understand that the agent has authority to submit the proposal and otherwise act on the shareholder's behalf.

(vi) For purposes of paragraph (b)(1)(i) of this section, you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

(2) One of the following methods must be used to demonstrate your eligibility to submit a proposal:

(i) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the meeting of shareholders.

(ii) If, like many shareholders, you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(A) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held at least $2,000, $15,000, or $25,000 in

market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. You must also include your own written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; or

(B) The second way to prove ownership applies only if you were required to file, and filed, a Schedule 13D (§ 240.13d–101), Schedule 13G (§ 240.13d–102), Form 3 (§ 249.103 of this chapter), Form 4 (§ 249.104 of this chapter), and/or Form 5 (§ 249.105 of this chapter), or amendments to those documents or updated forms, demonstrating that you meet at least one of the share ownership requirements under paragraph (b)(1)(i)(A) through (C) of this section. If you have filed one or more of these documents with the SEC, you may demonstrate your eligibility to submit a proposal by submitting to the company:

(1) A copy of the schedule(s) and/or form(s), and any subsequent amendments reporting a change in your ownership level;

(2) Your written statement that you continuously held at least $2,000, $15,000, or $25,000 in market value of the company's securities entitled to vote on the proposal for at least three years, two years, or one year, respectively; and

(3) Your written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the company's annual or special meeting.

(c) ***Question 3:*** How many proposals may I submit? Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders' meeting.

(d) ***Question 4:*** How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) ***Question 5:*** What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10–Q (§ 249.308a of this chapter), or in shareholder reports of investment companies under § 270.30d–1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the

previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) ***Question 6:*** What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under § 240.14a–8 and provide you with a copy under Question 10 below, § 240.14a–8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) ***Question 7:*** Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) ***Question 8:*** Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) ***Question 9:*** If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

NOTE TO PARAGRAPH (I)(1):
Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most

proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) ***Violation of law:*** If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

NOTE TO PARAGRAPH (I)(2):
We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) ***Violation of proxy rules:*** If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including § 240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) ***Personal grievance; special interest:*** If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) ***Relevance:*** If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) ***Absence of power/authority:*** If the company would lack the power or authority to implement the proposal;

(7) ***Management functions:*** If the proposal deals with a matter relating to the company's ordinary business operations;

(8) ***Director elections:*** If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) ***Conflicts with company's proposal:*** If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

NOTE TO PARAGRAPH (I)(9):
A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) ***Substantially implemented:*** If the company has already substantially implemented the proposal;

NOTE TO PARAGRAPH (I)(10):
A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S–K (§ 229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by § 240.14a–21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by § 240.14a–21(b) of this chapter.

(11) ***Duplication:*** If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) ***Resubmissions.*** If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:

(i) Less than 5 percent of the votes cast if previously voted on once;

(ii) Less than 15 percent of the votes cast if previously voted on twice; or

(iii) Less than 25 percent of the votes cast if previously voted on three or more times.

(13) ***Specific amount of dividends:*** If the proposal relates to specific amounts of cash or stock dividends.

(j) ***Question 10:*** What procedures must the company follow if it intends to exclude my proposal?
(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) ***Question 11:*** May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) ***Question 12:*** If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) ***Question 13:*** What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, § 240.14a–9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under § 240.14a–6.

Donovan S Royal
[redacted]

8 December 2023

Alice Givens
LL Flooring
4901 Bakers Mill Lane
Richmond VA 23230

SENT VIA EMAIL TO [redacted]

Dear Ms Givens,

Thanks again for your prompt reply and clarification on the deficiencies in the proposal. Based on what you have provided, I will amend my proposal under the Company's bylaws. Attached is a letter from my financial institution, which has confirmed it is a participant in the DTC.

It was unclear in your letter if the Sec Rule 14a-8 regarding the proponent's statement of availability to meet was also a requirement of the bylaws. However, I am more than happy to make myself available during the Company's regular business hours. Considering the revisions to the proposal, I am uncertain which dates control at the date of this letter. Therefore, to clarify, I am able to meet via teleconference with the Company at dates convenient to the the Company's attending party. If necessary, I could stipulate that due to the season the period from 18 December 2023 until 29 December 2023 would toll with respect to calendar dating.

Apropos of the failure to adhere to requirements of the bylaws, specifically Section 17(a)(iii)(C) and (D), I had attempted to answer these in order conforming to the subsection numbering. Since that may not have been clear, I shall attempt to list each one again below:

17(a)(iii)(C)
(i) Donovan S Royal, [redacted]
(ii) [redacted] shares of common stock
(iii) Not Applicable
(iv) Not Applicable
(v) No direct or indirect legal, economic or financial interest distinct from any other shareholder
(vi) Not Applicable
(vii) Not Applicable
(viii) Not Applicable
(ix) I affirm that I am a holder of record of shares of the Corporation entitled to vote at the meeting and intend to appear by proxy at the meeting to nominate the person or persons specified in the notice
(x) Not Applicable

17(a)(iii)(D)
(i) Since rolling out the new brand LL Flooring to all of the stores with new store signage and interior and exterior dressing beginning in summer of 2021, comparable store sales have never been positive. Our CEO, Mr Tyson, claimed in 2021Q3 that "the quality reflected in our new LL Flooring brand is resonating well with Pros," and two years later this commentary has turned decidedly negative and described in the last call as, "a sequential deceleration in our pro sales." The LL Flooring brand is confusing customers with continued references to Lumber Liquidators in ads, connotes nothing special and despite Mr Tyson's claims does not give you "permission to participate" in selling carpet. In 2022's four conference calls the phrase "brand awareness" was used a total of 13 times. Already in 2023, after

only three calls, Mr Tyson has referenced this phrase 23 times. Considering our comparable store sales are almost three times worse today than at any time during the Great Financial Crisis, when Existing Home Sales were as slow as they are now, and the last two quarters are 300 to 500bps worse than during the worst quarter in 2015, in the wake of the 60 Minutes ambush, it is clear that the rebrand to LL Flooring is one of the primary factors in our underperformance vis-a-vis industry peers.

(ii) RESOLVED that shareholders of LL Flooring Holdings, Inc., ask the Board of Directors to change the primary brand of the company from LL Flooring, which has struggled to gain brand awareness, and return it to the widely recognized brand, Lumber Liquidators.

(iii) No additional disclosures of which I am aware,

(iv) Not Applicable

Although not specified, I affirm that I intend to hold my shares until after the annual meeting. If you need any additional information or if the submission is still deficient, please advise.

Best Regards

Donovan Royal

TD Ameritrade

12/08/2023

Donovan Royal
[redacted]

Re: Confirmation of Your Account Transaction History

Dear Donovan Royal,

Thank you for your request regarding your TD Ameritrade account ending in [redacted] Here is the information you requested.

LL - LL FLOORING HOLDINGS INC COM
As of the start of business on 11/24/2023, your TD Ameritrade account ending in [redacted] held [redacted] shares of LL - LL FLOORING HOLDINGS INC COM.

If you have questions regarding your tax liability or need assistance with determining your cost basis, please consult with a qualified tax advisor. TD Ameritrade does not provide tax advice.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Bradley Castillo
Resource Specialist
TD Ameritrade

TD Ameritrade understands the importance of protecting your privacy. From time to time we need to send you notifications like this one to give you important information about your account. If you've opted out of receiving promotional marketing communications from us, containing news about new and valuable TD Ameritrade services, we will continue to honor your request.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc., member FINRA/SIPC, a subsidiary of The Charles Schwab Corporation. TD

[redacted] 11/21

Donovan S Royal
PII
[redacted]

6 February 2024

US Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street NE
Washington DC 20549

RE: LL Flooring Annual Meeting Request to Exclude Shareholder
Proposal by Donovan Royal from Annual Meeting
Sent via Cert Mail #7022 0410 0002 2478 0522 RRR

Honorable Commissioners:

I, hereafter referred to as the "Proponent" or in first person singular pronouns, stipulate that the background furnished by Company's counsel regarding the Proposal (I.) and Background (III.) is accurate but incomplete. It should be noted that I stated in the correspondence with the Company that both the Proposal was being submitted "under the Company's bylaws," and that if the amended Proposal from 8 December 2023 was in any way deficient that the Company should not hesitate to contact the Proponent. I never heard from the company until I emailed Ms Alice Givens, the Company's Secretary, asking for an update to the Proposal on 23 January 2024.

I disagree with the both Bases of Exclusion (II.). The Company's first response to the Proposal in which it enumerated deficiencies, stated that the Proponent was "not a registered holder of the Company's common stock..", and the Company stated the "Proposal also fails to adhere to certain of the requirements set forth in Sections 17(a)(iii)(C) and (D) of the Company's Bylaws." These were the only deficiencies noted in the Company's response.

With respect to the deficiency that the Proponent was not a holder of the Company's common stock, the Proponent submitted a letter, which counsel included in its correspondence with the Commission, and which Proponent stipulates is the letter so submitted. Included in the Proposal, the Proponent responded to the deficiencies listed in Ms Givens' email precisely as Ms Givens instructed. These instructions described the manner in which the deficiencies could be cured. Viz, contact the DTC participant and/or bank or broker depending on whether the financial institution was a DTC participant. Said institution should verify and confirm ownership of the company's common stock. This requirement was satisfied by the letter from TD Ameritrade, attached by Company's counsel in its submission to the Commission on 23 January 2024.

With respect to the deficiencies noted in Section 17(a)(iii)(C) and (D) of the Company's Bylaws, the Proponent answered each point in the response to Ms Givens. I shall include the specific Sections of the Company's Bylaws below. The former Section reads:

(C) As to the Proposing Stockholder and the beneficial owner, if any, on whose behalf the proposal or nomination is made (each, a "Holder" and, collectively, the "Holders"): (I) the name and address of each Holder, as it appears on the Corporation's books, and of any Stockholder Associated Person; (ii) the class and number of shares of the Corporation that are owned beneficially and held of record by each Holder and any Stockholder Associated Person (provided that for purposes of this Section, any such person shall in all events be deemed to beneficially own any shares of any class or series of capital stock of the Corporation as to which such Holder and any Stockholder Associated Person has the right to acquire (whether such is right exercisable immediately or only after the passage of time or the fulfillment of a condition or both)); (iii) a description of any agreement, arrangement or understanding with respect to such nomination between or among any Holder and any Stockholder Associated Person, and any others (including their names) acting in concert with any of the foregoing; (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the Proposing Stockholder's notice by, or on behalf of, any Holder or any Stockholder Associated Person, presently or within the past 12 months, the effect or intent of which is to mitigate loss, manage risk or benefit from share price changes for, or increase or decrease the voting power of, any Holder or any of its Affiliates or Associates with respect to shares of stock of the Corporation; (v) any direct or indirect legal, economic or financial interest of each Holder and any Stockholder Associated Person in the outcome of any vote to be taken (x) at any annual meeting or special meeting or (y) any meeting of stockholders of any other entity with respect to any matter that is related, directly or indirectly, to any nomination or business proposed by each Holder under these Bylaws; (vi) any rights to dividends on the shares of the Corporation owned beneficially directly or indirectly by each Holder and any Stockholder Associated Person that are separated or separable from the underlying shares of the Corporation; (vii) any material pending or threatened action, suit or proceeding (whether civil, criminal, investigative, administrative or otherwise) in which each Holder or any Stockholder Associated Person is, or is reasonably expected to be made, a party or material participant involving the Corporation or any of its officers, directors or employees, or any Affiliate of the Corporation, or any officer, director or employee of such Affiliate; (viii) any direct or indirect legal, economic or financial interest (including short interest) in the Corporation, any Affiliate of the Corporation, any officer, director or employee of the Corporation or any Affiliate thereof, or any principal competitor of the Corporation held by each Holder and any Stockholder Associated Person (the information in clauses (i) through (viii), collectively, the "Specified Information"); (ix) a representation by the Proposing Stockholder that such stockholder is a holder of record of shares of the Corporation entitled to vote at the

> meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice and (x) with respect to clauses (iii), (iv) and (v) above, a representation that the Proposing Stockholder will promptly notify the Corporation in writing of the same as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed.

Proponent's amended submission dated 8 December 2023 answers each requirement with a number corresponding to each subsection.

With respect to the latter Section, the Company's Bylaws state:

> (D) With respect to all business other than director nominations, a Proposing Stockholder's notice to the Secretary of the Corporation shall set forth as to each matter the Proposing Stockholder proposes to bring before the annual meeting or properly called special meeting, as the case may be: (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting; (ii) the text of any proposal or business (including the text of any resolutions proposed to be considered and in the event such business includes a proposal to amend these Bylaws the language of the proposed amendment); (iii) any other information relating to each Holder required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the proposal and pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder; and (iv) a description of all agreements, arrangements, or understandings between or among such Proposing Stockholder, or any Affiliates or Associates of such Proposing Stockholder, and any other person or persons (including their names) in connection with the proposal of such business and any material interest of such Proposing Stockholder or Stockholder Associated Person in such business, including any anticipated benefit therefrom to such Proposing Stockholder or any Stockholder Associated Person.

Again, the letter dated 8 December 2023, explains and answers each requirement in the same manner as the former section.

With respect to the Company's second basis of exclusion, I reject counsel's conclusion that the matter is related to ordinary business operations. Generally speaking, ordinary business operations relate to mundane matters such as the acceptance of cash, credit card, debit card or store credit. It may include a company's return policy, the products the company carries on its shelves, whether or not it should recognize certain holidays, the type of Point of Sale and Customer Relationship Management software it should use or the vendors from whom it should purchase products. It would also include details that clearly utilize a derivative of the verb "to operate" such as the store operating hours, its employee operating manual, its standard operating procedures, etc.

Counsel states that the reason for the exclusion rests on two central considerations. I shall quote these from counsel's letter. The first is that "certain tasks are so fundamental to management's ability to run the day-to-day operations that they could not, as a practical matter, be subject to direct shareholder

oversight." This particular consideration may apply to the examples that I listed in the preceding paragraph, which are clearly tasks occurring regularly or supporting the manner in which tasks are performed. However, the rebranding of a business, if it ever occurs, is a singular event, usually involving all stakeholders. Indeed, the operative word in counsel's objection appears to be "tasks," and rebranding a Company is conclusively not a task that occurs during daily operations.

The second consideration "relates to the degree to which the Proposal seeks to "micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." I reject this assertion based on two facts: 1) the Proponent has more experience in the home improvement industry that all of the Company's senior executives, and 2) in 2019, the Company's then-CEO asked the Proponent if the Proponent thought a rebrand of the business would be a sound business decision. Therefore, it seems that in this case, the Proponent was in a position to make an informed judgment as his opinion was solicited by a top executive of the Company.

While the details of a particular case may not be ordinarily considered in the Commission's decision to allow or disallow a Proposal, counsel opened the door by intimating that the Proponent is attempting to "micro-manage" the Company. Therefore, it seems appropriate that some background and specifics should be explained which can help clarify why this particular Proposal is different from the ones listed in counsel's letter.

The decision to rebrand a company is one of the most significant decisions its owners and managers can make. Indeed, it is so momentous, it rarely occurs because the brand value a company accrues over the life of its existence can become immensely valuable. However, when a management team and a Board of Directors elect to rebrand a business it is a matter that should be put to the shareholders in the same way a merger or tender off for all outstanding shares is sent to shareholders for their approval.

In 2020, the Company made the decision to rebrand from the widely recognized "Lumber Liquidators" brand to a new one without any special connotation or significance, "LL Flooring." Simultaneous with this decision the Company elected to cast aside the bright yellow and black trade dress that had made its stores attractive from the roads and highways of the cities in which they were located to the drab white and black colors frequently associated with newspapers.

Moreover, the decision to rebrand was done without any ostensible purpose or reason. The Proponent has visited many store locations in the last several years since the rebrand took effect. The Proponent has observed that in the overwhelming number of cases, when a customer, vendor or even Fed Ex truck drivers enter the Company's store, the first question is almost always, "Is this Lumber Liquidators?" Not surprisingly, after the Company began removing the old "Lumber Liquidators" signage and replaced it with the new company moniker, it immediately began underperforming industry peers, and has continued to do so for over 30 months.

With respect to the Company's examples for exclusion of the trade name from Shareholder Proposals I would note the irony of the selections. Luby's, which had had a rebrand at one point in its history and was subsequently dissolved and its assets acquired may show the Company of its likely fate unless LL Flooring makes immediate strategic changes to its business. Counsel also referenced the American Telephone and Telegraph case from 1980. AT&T (as it is known today) was broken up by regulators two years after this case and eventually purchased in 2005 by one of its former subsidiaries, who immediately renamed the company AT&T. Clearly, the shareholders in 1980 were on the right side of history. However, what the Company fails to point out is in the case of my Proposal, I am asking the

company to return to its original brand instead of asking it to assume a new brand such as Fuddruckers, or Global Online in the case of AOL Time Warner. The company used to be called "Lumber Liquidators", is still known in the industry by this name, and indeed the post where the stock trades on the New York Stock Exchange currently uses the old "Lumber Liquidators" logo, presumably because floor traders would be confused, like customers, as to what "LL Flooring" refers or even represents.

In conclusion, I request that the Commission reject the Company's position that the Commission take no action if the Company fails to include my Proposal at the Annual Meeting. A unilateral decision taken by management and the board, which has clearly had a direct deleterious impact on shareholder value, and was unambiguously related to the subject matter in the Proposal should be allowed to be considered by all shareholders at the Annual Meeting. If the Commission disagrees with my position, or if there is some new deficiency in the Proposal, I request that I be permitted to cure it as the Company failed to provide any notice to the amended Proposal within a reasonable period of time. I may be reached at [redacted] PII if the Commission has any additional questions or needs more information regarding this submission.

Sincerely,

Donovan S Royal

cc: Richard J Grossman,
Skadden Arps Slate Meagher & Flom, LLP,
Counsel for LL Flooring Holdings